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Ron T. Mackail & Associates, P.A.
Accountants

Ron T. Mackail
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July 23, 1998

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399
Attention: Charter Department

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-07/27/98--01062--009
****122.50 ****122.50

RE: TROPIC DIGITAL, INC.

Dear Sir/Madam:

Enclosed herewith please find an original and one (1) copy of the Articles of Incorporation for **TROPIC DIGITAL, INC.** Please certify the copy and return to the undersigned. Also, enclosed is a check in the amount of \$122.50, to cover the filing fee, designation of Registered Agent, and Certified Copy.

Please contact our office, at the above number, if you need additional information.

Respectfully yours,

Janet Smith

Janet Smith, Secretary to
Ron T. Mackail

/jms

Enclosures

FILED
98 JUL 27 AM 9:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TA-7/29/98

ARTICLES OF INCORPORATION
OF
TROPIC DIGITAL, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, for the purpose of forming a corporation under the Florida Statute 607, do hereby adopt the following Articles of Incorporation.

ARTICLE ONE

The name of this corporation shall be: TROPIC DIGITAL, INC.

ARTICLE TWO

The purpose for which this corporation is formed is to engage in software development. In addition to the above mentioned purpose, the corporation shall have the power to engage in any other business or activity permitted under the laws of the United States and the State of Florida.

ARTICLE THREE

The maximum number of shares of stock which this corporation shall have outstanding at any time shall be 7500 shares of common stock with \$1.00 par value. The consideration to be paid for each share of stock shall be \$1.00 in money, property or services, or as fixed by the Board of Directors. The proceeds of the stock subscribed for shall be the amount necessary to begin the business of the corporation at the time the stock certificates are issued and the corporation otherwise activated.

ARTICLE FOUR

The amount of capital with which this corporation shall begin business is \$1,000.00.

ARTICLE FIVE

This corporation shall have perpetual existence.

ARTICLE SIX

The principal office of this corporation is located at:

445 30th Avenue
West Palm Beach, FL 33407

The Board of Directors shall have the power to establish branch offices and places of business of this corporation at any place in the State of Florida, or any other state, territory or district of the United States, or in any foreign country, as they deem necessary for the best interest of the corporation. Pursuant to Florida Statutes, the following person is designated as the Registered Agent to accept service of process on behalf of the corporation:

Jennifer Kearney

The following address is designated as the registered office for this corporation:

445 30th Avenue
West Palm Beach, FL 33407

ARTICLE SEVEN

The name and post office address of each subscriber to these Articles of Incorporation, the number of shares of stock each agrees to take and the value therefore are as follows:

Jennifer Kearney
5710 Poinsettia Avenue
West Palm Beach, FL 33407
50 Shares

Robert Rinearson
445 30th Avenue
West Palm Beach, FL 33407
50 Shares

ARTICLE EIGHT

There shall be two Directors initially. The name and post office address of the first Officers and Directors of the corporation, who shall hold office for the first year of the corporation's existence or until his/her successors have been elected and qualified are as follows:

President	Robert Rinearson
Vice President	Jennifer Kearney
Treasurer	Robert Rinearson
Secretary	Jennifer Kearney

ARTICLE NINE

The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, in the manner now or hereafter prescribed in Statute and all rights conferred upon stockholders herein are granted subject to this reservation.

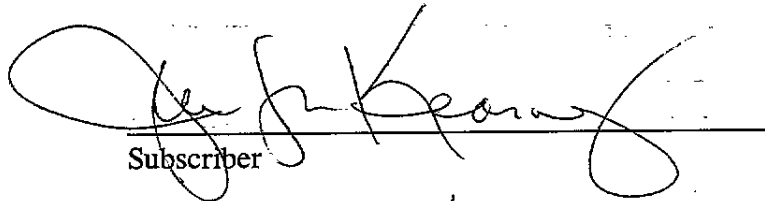
ARTICLE TEN

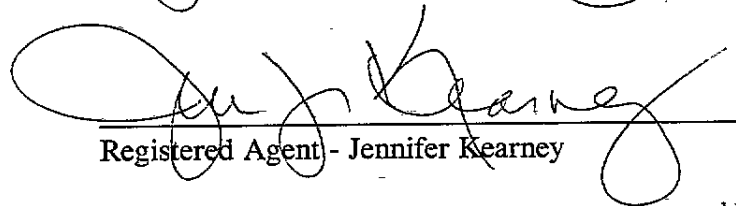
All of the subscribers to these Articles of Incorporation are over the age of 18 years, are sui juris and citizens of the United States, Stock certificates issued by this corporation shall be issued unless and until the same are paid for in full with cash, or its equivalent. Stock certificates shall not be valid unless signed and issued by the President and attested by the Secretary, who shall affix the corporate seal thereon.

ARTICLE ELEVEN

Nothing in these Articles of Incorporation shall be taken to limit the power of this corporation and this corporation shall have all of the rights and powers that are expressly stated under Florida Statutes and laws.

IN WITNESS WHEREOF, we have hereunto subscribed our names this 23rd day of July, 1998.


Subscriber


Registered Agent - Jennifer Kearney

"I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation."

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

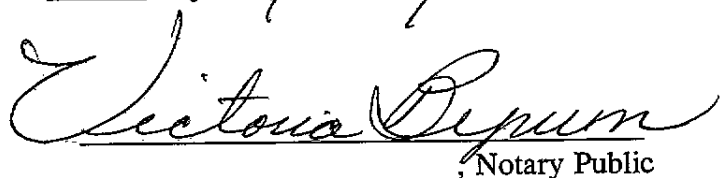
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STATE OF FLORIDA)
)ss:
COUNTY OF PALM BEACH)

On this day personally appeared before me, the undersigned officer duly authorized in the State and County aforesaid to take acknowledgments that, Jennifer Kearney, to me well known, and known to me, to be the person described in and who executed the foregoing Articles of Incorporation and she acknowledges before me that she executed the same for the purpose therein expressed.

WITNESS my hand and official seal this 23rd day of July, 1998.


Notary Public

Commission Number:
My Commission Expires:

(seal)

